Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 13:27:01 **File Number:** 0003464856

FCC 603 Main Form FCC Application for Assignments of Authorization and Transfers of Control:

Approved by OMB 3060 - 0800

Main Form Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

See instructions for public burden estimate

General Information

		
1)	Application Purpose (Selectionly one) (TTG)	,
	AA - Assignment of Authorization AM Amendment TC - Transfer of Control EX - Request for Extension of Time (To Co	
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently of file with the FCC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead₁application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization or a ransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Control approval or notification is required?	(^Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees	s and Waivers	
5a)	Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) <u>Y</u> es <u>N</u> o
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(И) <u>Y</u> es <u>М</u> о
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	e
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:
	674	4.5

Additional Transaction Information

4400			
7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N)	Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary	() in	voluntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY)	. /	1
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?		(N)	Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	, 	()	Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)		/
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.		()	<u>Y</u> es <u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		()	Yes No

11) How will/has the Assignment of Authorization or Transfer of Control	nt be/been accomplished? Select One: (T)
Sale or other assignment of assets Court order	Reorganization or liquidation
<u>Transfer of stock or other ownership interests</u>	
Other (voting trust-agreement management contract, etc.):	
CNA offer	
Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule	A is required to be completed.)
12a) Does this application for Assignment of Authorization or Transfer of	
originally awarded with bidding credits within the last five years?	Toolitor involve any licenses that were
12b) Does this application for Assignment of Authorization or Transfer or originally subject to the Commission's installment payment plan?	
12c) Does this application for Assignment of Authorization or Transfer or originally granted pursuant to closed bioding within the last five y	of Control involve any licenses that were years? (N) Yes No
Competition-Related Information	
13) Does this application for Assignment of Authorization of transfer be used for interconnected mobile voice and/or data services that	would, if assigned or transferred, create
a geographic overlap with another license(s) in which the indirect interests (of 10 percent or more), either as all consecutive of some could be used to provide interconnected mobile voice and/ordal	pectrum lessee/sublessee, and that also ta services?
14a) Does the Assignee/Transferee hold direct or indirect interests (or already has access to 10 MHz or more spectrum in the Cellulari Specialized Mobile Radio (SMR) services through license (s) in geographic area?	Rädiotelephone, broadband PCS, or
14b) Would/does this application for Assignment of Authorization or of entities providing service (using spectrum in any of the three affected market(s)?	ransier of Control reduce the number (Y) Yes No ervices (1) tell tell 14a) in the
Broadband Radio Service and Educational Broadband Serv	ice intermation
15a) Will the requested facilities be used to provide multichannel vide	o programming () Yes No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or h Section 27.1202 of the Commission's Rules) in a cable television located within the geographic area of the requested facilities?	ave attributable interest (as defined in n system whose franchise area is () Yes No
If 'Y', provide an exhibit explaining how the Assignee/Transferee Commission's Rules or justifying a waiver of that rule. If a waive requested, 6a must be answered 'Y'.	
16) Does the Assignee/Transferee comply with the programming rec 27.1203 of the Commission's Rules?	uirements contained in Section () Yes No
If 'N', provide an exhibit explaining how the Assignee/Transferee Commission's Rules or justifying a waiver of that rule. If a waiver requested, 6a must be answered 'Y'.	complies with Section 27.1203 of the roof the Commission's Rule(s) is being

Assignor/Licensee Information						1	
17) Assignor/Licensee is a(n): (Select One)				**************************************			
Individual Unincorporated Association	Trust	Gove	ernment E	ntity 🔲 Corpo	ration [X Limited Liability (Company
General Partnership Limited Partnership	Li	mited Liability	y Partners	hip [Consc	ortium		
Other:			_			·	
18) FCC Registration Number (FRN) 0001714617							
19) First Name (if individual):		MI:	Last	Name:			Suffix:
20) Legal Entity Name (if not an individual) (A Legal Entity Name	obile of	Louisiana, L	rc				
21) Attention To: Wireless Regulatory Supervisor	410 . 1				· ·		
	And /Or	23) Street	Address:	One Allied Drive,	B1F02-	D	.550
24) City: Little Rock		14 3 V		25) State: AR	,	26) Zip Code:7220	2
27) Telephone Number: (501)905-8555			28) Fax	Number: (501)90	5-6193		·
29) E-Mail Address: ACI.Wireless.Regulatory@alitel.c	ATT		A.				
30) Demographics of Assignor/Licensee (Option				•			
Race: American Indian or Alaska Native	Ethni	icity (1000) spanic or La	ino			nder: Male	
Asian	□N	ot Hispanic o	r Latino			Female	
Black or African-American			·	·, ·	-		
Native Hawaiian or Other Pacific Islander			7	ng y			
Assignor/Licensee Contact Representative	L	<u> </u>		Bit 's'	LIKT.		
31) First Name:	-	MI:	Last Na	me:		S	uffix:
32) Company Name: ALLTEL Communications, LLC						ie ie	
33) Attention To: Wireless Regulatory Supervisor				,			
34) P.O. Box:	And /Or	35) Street of One All	Address: ied Drive,	B1F02-D			
36) City: Little Rock				37) State: AR		38) Zip Code: 722	202
39) Telephone Number: (501)905-8555			40) Fax	Number: (501)90	5-6193°	.	
41) E-Mail Address: ACI.Wireless.Regulatory@alitel.c	om						

Transferor Information (for Transfers of Control only)

 						
42) Transferor is a(n): (Select இne)						
Individual Unincorporated Association	Trust 🗌 Gov	ernment Entity	X Limited Liability	Company		
General Partnership Limited Partnership	Limited Liabilit	y Partnership Consortium	ī			
Other:		_				
43) FCC Registration Number (FRN): 0016511974						
44) First Name (if individual):	MI:	Last Name:		Suffix:		
45) Legal Entity Name (if not an individual) Atlantis Holdings LLC						
46) Attention To: Clive D. Bode, Esq.						
47) P.O. Box: 48) Street Address: 301 Commerce Street, Suite 3300						
49) City: Fort Worth		50) State: TX	51) Zip Code: 76	102		
52) Telephone Number: (817)871-4000 53) Fax Number:						
54) E-Mail Address: cbode@tpg.com						
55) Demographics of Transferor (Optional):	4	Acres				
Race: American Indian or Alaska Native	Ethnicity:		ender: Male			
Asian	☐ Not Hispanic	ortalino] Female			
Black or African-American						
☐ Native Hawaiian or Other Pacific Islander						
White						
Transferor Contact Representative		er This is a second of the sec	<u> </u>			
56) First Name: Kathleen	MI: Q	Last Name: Abemathy	;	Suffix:		
57) Company Name: Akin Gump Strauss Hauer & Fel	d LLP	·.	**			
58) Attention To:				-		
	And 60) Street	Address: 1333 New Hampshire সৈত্র	nw			
61) City: Washington		62) State: DC	63) Zip Code: 20	0036		
64) Telephone Number: (202)887-4125	<u></u>	65) Fax Number: (202)887-4288	•			
66) E-Mail Address: kabernathy@akingump.com						

Assignee/Transferee Information						7	
67) Assignee/Transferee is a(ri); (Select One)							
Individual Unincorporated Association	Trust	Gove	emment E	ntity 🔲 Com	ooration [Limited Liabili	ty Company
☐ Seneral Partnership ☐ Limited Partnership [] Li	mited Liability	/ Partners	nip 🗌 Con	sortium		
Other:							
68) FCC Registration Number (FRN):0003290673							
69) First Name (if individual):		MI:	Last Na	me:			Suffix:
70) Legal Entity Name (if not an individual)	nershi	p					
71) Attention To: Michael Samsock							
72) Real Party in Interest FCC Registration Number (FR	N): :0	003290673		·	· 		
73) Name of Real Party in Interest: Cellco Partnership.	The state	S. WARE					
74) P.O. Box:	And I Or	√5) Street	Address:	1300 Eye St., N	N – Suite 4	00 West	
76) City: Washington			Market.	77) State: DC		78) Zip Code: 2	0005
79) Telephone Number: (202)589-3768 80) Fax Number: (202)589-3750							
81) E-Mail Address: Michael.Samsock@VerizonWirele	ss.cor	n å		<u> </u>			
82) Demographics of Assignee/Transferee (Option	onal)	:			,		
Race: American Indian or Alaska Native		icity: ispanic or Lat	tino		Gen		
☐ Asian	□и	ot Hispanic o	r Latino	•	□F	emale	
Black or African-American							
☐ Native Hawaiian or Other Pacific Islander					'.		
LJ White			 .			·	
Assignee/Transferee Contact Representative (if					<u> </u>		
83) First Name: Nancy	М	: J	Last Na	me: Victory	, j		Suffix:
84) Company Name: Wiley Rein LLP				····	<u></u>	·—·	· · · · · · · · · · · · · · · · · · ·
85) Attention To:							
	And /Or	87) Street	Address:	1776 K Street, N	IW		
88) City: Washington				89) State: DC		90) Zip Code:	20006
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)7	19-7049		
93) E-Mail Address: nvictory@wileyrein.com							

Ownership Disclosure Information

94a) Is the Assignee/Transferge required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommonications Services?	(ү) <u>Ү</u> es <u>N</u> o
94b) If 94a is 'Y' provide the FILE Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
Alien Ownership Information	
95) Is the Assignee/Transfelee afforeign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an allen or the representative of an allen?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives for by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a juling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCo station authorization, license or construction permit revoked or had any application for an initial, modification or tensor authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(Ŋ) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	

Assignor/Transferor Certification Statement	Assignor	/Transferor	· Certification	Statements
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- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign							
103) First Name:	-41	MI:	Last Name:	Suffix:			
CLIVE		D	BODE	ESQ			
104) Title: VICE PRESIDENT							
Signature:	7-23			105) Date:			
CLIVE D BODE ESQ				06/13/2008			

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION (III) CENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)),

AND/OR FORFEITURE (U.S. Code, Title 47, Section 503):



Assignee/Transferee Certification Statements

- 1) The Assignee/Transferree certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to stream linear motion procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume rall obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or not sufficiently for any act done by any right accrued by any suit or not sufficiently for any sufficient for sufficiently for any suit or not sufficiently for any sufficient for s
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are complete, correct, and made in good faith.
- The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 362, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any spayment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Last Name Scott	Suffix:
107) Title: VP Deputy General Counsel - Regulatory L			
Signature: John T Scott III		A CONTRACTOR OF THE CONTRACTOR	108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKA765	Classicalitia						Υ
KNLG222	CW - P&S Broadband	,					Y
WBA881	CF - Common Carrier Fixed Point to Point Microwaye	2 Salar Sala					Υ
WBB219	CF - Common Carrier Fixed Point to Point Microwave	1. 10	¥2.				Y
WPXS749	CW - PCS Broadband						Υ



Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008

FCC Form 603 Exhibit 1 Page 1 of 1

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 13:29:10 **File Number:** 0003464996

FCC 603 Main Form FCC Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Approved by OMB 3060 - 0800

Public Safety and Homeland Security Bureau

See instructions for public burden estimate

General Information

cath. No. 7	
Application Purpose (Select only one) (FC)	
If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on the with the FCC.	File Number:
Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee lighthlates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that agent included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
If the answer to 3a is 'Y', provide the File Number of the Radiapplication.	File Number: 0003463892
	(Y) <u>Y</u> es <u>N</u> o
Are attachments being filed with this application?	(Y)Yes No
and Waivers	
Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	
Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	4
If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:
	AA - Assignment of Authorization AM - Amendment WD - Withdrawal EX - Request for Extension of Time (To Co If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on the With the FCC. Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licenses affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required? If the answer to 3a is 'Y', provide the File Number of transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for Which Commission approval or notification is required? Are attachments being filed with this application? If 'Y', attach an exhibit justifying how the application fees? If 'Y', attach an exhibit justifying how the application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees. Does this application include a request for waiver/deferral of the FCC application fees. Does this application include a request for waiver of the Commission's rules (other transfer and including a lif'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	R	()	v)Yes	<u>N</u> o
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary	• () Involu	ntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	∵(MM/DD/YYYY)	. 1		
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?		. (1	i) <u>Y</u> es	<u>N</u> o
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?		() <u>Y</u> es	<u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)	. 1	1	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.		; () <u>Y</u> es	<u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		() <u>Y</u> es	<u>N</u> o

11) How	will/has the Assignment of Authorization of	or Transfer of Control L	pe/been accomplished? Select One: (т)
<u>S</u> ale	e or other assignment of assets	Court order	Reorganization or liquidation	,
<u>T</u> rai	nsfer of stock or other ownership interests			ı
<u>O</u> the	er (voting trust agreement, management c	ontract, etc.):		
L,	,			
Designa	ated Entity Information (If(12a, 12b or	12c is 'Y', Schedule A	is required to be completed.)	
12a) Do ori	ves this application for Assignment of Autho ginally awarded with bidding credits withiຕ	orization or Transfer of the last five years?	Control involve any licenses that were	(_N) <u>Y</u> es <u>N</u> o
12b) Do	pes this application for Assignment of Authoritinal	rization or Transfer of ment payment plan?	Control involve any licenses that were	(ү) <u>Y</u> es <u>N</u> o
12c) Do	pes this application for Assignment of Authoriginally granted pursuant to closed bidding	orizătion or Transfer of	Control involve any licenses that were ars?	(N) <u>Y</u> es <u>N</u> o
Compet	tition-Related Information	9 1		
13) [Ooes this application for Assignment of Aut e used for interconnected mobile voice and geographic overlap with another license(direct interests (of 10 percent or more), eith ould be used to provide interconnected mo	orization of Transfer of for data services that w s) in which if Assign ner as allicensee of spe obile voice and/origata	of Control involve a license(s) that may rould, if assigned or transferred, create ee/Transferee already holds direct or actrum lessee/sublessee, and that also services?	(ү) <u>Y</u> es <u>N</u> o
14a) D al S	oes the Assignee/Transferee hold direct o ready has access to 10 MHz or more spec specialized Mobile Radio (SMR) services t geographic area?	r indirection entitle	Minercent or more) in any entity that	(Y) <u>Y</u> es <u>N</u> o
of	Vould/does this application for Assignment f entities providing service (using spectrum ffected market(s)?			(Y) <u>Y</u> es <u>N</u> o
Broadh	and Radio Service and Educationa	I Broadhand Servic	e-Information	
	Vill the requested facilities be used to provi		100	() <u>Y</u> es <u>N</u> o
l s	f 15a is 'Y', does the Assignee/Transferee ection 27.1202 of the Commission's Rules ocated within the geographic area of the re) in a cable television :	ve attributable filterest (as defined in system whose franchise area is	() <u>Y</u> es <u>N</u> o
C	'Y', provide an exhibit explaining how the commission's Rules or justifying a waiver of equested, 6a must be answered 'Y'.	Assignee/Transferee of that rule. If a waiver	complies with Section 27 2020 of the of the Commission's Rule(s) is being	
	oes the Assignee/Transferee comply with 7.1203 of the Commission's Rules?	the programming requ	irements contained in Section	. () <u>Y</u> es <u>N</u> o
Co	'N', provide an exhibit explaining how the A ommission's Rules or justifying a waiver of quested, 6a must be answered 'Y'.	Assignee/Transferee c that rule. If a waiver o	omplies with Section 27.1203 of the fithe Commission's Rule(s) is being	

Assignor/Licensee Information							
17) Assignor/Licensee is a(ற்று(Select One)							
☐ Individual ☐ Ünincorporated Association ☐ 7	Trust	Govern	nment Ei	ntity	Limited Liability	Company	
General Partnership	Limit	ed Liability P	artners!	hip 🦳 Consortium			
Other:			_				
18) FCC Registration Number (FRN);0012284394					,		
19) First Name (if individual):		MI:	Last	Name:		Suffix:	
20) Legal Entity Name (if not an individual): Aprilia New	wco LLC					•	
21) Attention To: Wireless Regulatory Supervisor							
22) P.O. Box:	22) P.O. Box: 23) Street Address: One Allied Drive, B1F02-D						
24) City: Little Rock	4			25) State: AR	26) Zip Code:7220	12	
27) Telephone Number: (501)905-8555	#r _ \$r	2	8) Fax	Number: (501)905-6193			
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.co)m						
30) Demographics of Assignor/Licensee (Option		er the					
Race: American Indian or Alaska Native	Ethnicit Hispa	y anic or Laun	6	Gent			
☐ Asian	□Not H	lispaniciór L	_atino	□F	emale		
Black or African-American		1.00					
☐ Native Hawaiian or Other Pacific Islander							
Assignor/Licensee Contact Representative			 -	<u></u>			
31) First Name:	MI:		Last Na	ame:	s	Guffix:	
32) Company Name: ALLTEL Communications, LLC				,			
33) Attention To: Wireless Regulatory Supervisor		_			15		
	And 3	5) Street Ad One Allied		パ. #g- B1F02-D ************************************	•		
36) City: Little Rock				37) State: AR	38) Zip Code: 72	202	
39) Telephone Number: (501)905-8555		4	l0) Fax	Number: (501)905-6193	1		
41) E-Mail Address: ACI, Wireless. Regulatory@alltel.co	om						

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)									
Individual Unincorporated Association	Individual Unincorporated Association Trust Government Entity Corporation Limited Liability Company								
General Partnership		imited Liability	/ Partners	hip 🗌 Consor	ium				
Other:			_						
43) FCC Registration Number (ERN) 00/165/14974	·					1			
44) First Name (if individual):	MI:		Last Na	me:			Suffix:		
45) Legal Entity Name (if not an individual): Atlantis H	loldings	LLC				<u> </u>			
46) Attention To: Clive D. Bode, Esq.				·····					
47) P.O. Box:	And /Or	48) Street	Address:	301 Commerce Stre	et, Sui	te 3300	,		
49) City: Fort Worth				50) State: TX		51) Zip Code: 76	102		
52) Telephone Number: (817)871-4000			53) Fax	Number:		-			
54) E-Mail Address: cbode@tpg.com		A Parago							
55) Demographics of Transferor (Optional):			er Likitato						
Race: American Indian or Alaska Native	Ethr	i icity: lispanic or La	lino		Gend M				
Asian		lot Hispanic o	r Latino	•	□F€	emale			
Black or African-American			4 4,						
☐ Native Hawaiian or Other Pacific Islander☐ White			** <u>**</u>	The State of the S					
Transferor Contact Representative					eroe ga e	,			
56) First Name: Kathleen	MI:	Q	Last Na	me: Abernalhy	100 A	(.	Suffix:		
57) Company Name: Akin Gump Strauss Hauer & Fo	eld LLP			FI					
58) Attention To:									
59) P.O. Box:	And /Or	60) Street	Address: 1	333 New Hampshire	Ave., N	W .			
61) City: Washington				62) State: DC	4	63) Zip Code: 2	0036		
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-4					
66) E-Mail Address: kabernathy@akingump.com									

Assignee/Transferee information								
67) Assignee/Transferee is:a(ŋ)ှ்க(Select One)		A December 1	e de la companya de l	de the B 13 de la secreta de la commencia de l				
Individual [] Unincorporated Association []	Trust	Gove	ernment E	ntity 🔲 Corporat	ion 🔲 Limil	ed Liability Company		
☐ General Partnership	Li	mited Liability	/ Partners	hip 🗍 Consorti	um			
Other:						r.		
68) FCC Registration Number (FRN): .0003290673								
69) First Name (if individual):		MI:	Last Na	me:		Suffix:		
70) Legal Entity Name (if not an individual); @elicopar	tnershi	ip						
71) Attention To: Michael Samsock								
THE THE PARTY OF T		<u> </u>				1		
72) Real Party in Interest FCC Registration Number 6	₹N):'ৠ(0003290673	 -			·		
73) Name of Real Party in Interest: Cellco Partnership						1		
74) P.O. Box:	And Or	75) Street	Address:	1300 Eye St., NW - 8	Suite 400 Wes	t		
76) City: Washington				77) State: DC	78) Zip	Code: 20005		
79) Telephone Number: (202)589-3768		**- 2 **- 2	80) Fax	Number: (202)589-	3750			
81) E-Mail Address: Michael.Samsock@VerizonWirel	ess.co	m 🥦				!		
			in and					
82) Demographics of Assignee/Transferee (Opt		icity:			Gender:			
American Indian or Alaska Native		ispanic or La	300F					
Asian	ЦN	lot Hispanic o	r Latino		Female	4		
Black or African-American	!			, ř. *,				
Native Hawaiian or Other Pacific Islander								
White		<u>-</u>						
Assignee/Transferee Contact Representative (if	other	than Assigr	nee/Trans	sferee)				
83) First Name: Nancy	М	l: J	Last Na	j	301	Suffix:		
84) Company Name: Wiley Rein LLP			-	e.		ı		
85) Attention To:					-	'		
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street NW	1 3 11 3			
88) City: Washington				89) State: DC	90) Z	ip Code: 20006		
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719-7	049			
93) E-Mail Address: nvictory@wileyrein.com		<u> </u>				, ,		

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(_Y) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172

Alien Ownership Information

Authoration ingiliation	
95) Is the Assignee/Transferee a toreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any composition organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a fuling (\$) Under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and the coverage area(s) involved in this application?	(ү) <u>Ү</u> еs <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCOstation authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly conficuling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize tradic communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Y</u> es <u>N</u> o

Assignor/Transferor Certification Statements

- The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission See Section 1.948(c) (1) of the Commission of the Commi
- The Assignor/Transfeloi certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: MI: Last Name: Suffix: BODE CLIVE D ESQ 104) Title:

VICE PRESIDENT

Signature: CLIVE D BODE ESQ 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that or in the same of the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*

 *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume religiousligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Continunications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and the exhibits, attachments are part of this application, and the exhibits are part of this application, and the exhibits are part of this application.
- The Assignee/Transferee certifles that neither it no diagnostic party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. \$ 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Last Name: Scott	Suffix:
107) Title: VP Deputy General Counsel - Regulatory L		y	
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTITUTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

108)	109)	110)	111)	112)	113)	114)	115) Constructed
Call Sign	Radio Service Code	Location Number	Path Number (Microwave only)	Frequency Number	Lower or Center Frequency (MHz)	Upper Frequency (MHz)	Constructed Yes / No
KNKA369	CL-(Cellular						Ÿ
KNKA606	CL - Cellular	· .			-		Ÿ
KNKN472	CL - Cellular					,	Y
KNKN627	CL - Cellular	· · · · · · ·				:	Y
KNLG405	CW - PCS Broadband		18. 10. 10.				Y
KNLG516	CW - PCS Broadband			,			Υ
KNLG556	CW - PCS Broadband					1	Υ
KNLG571	CW - PCS Broadband						Y
WHF612	CF - Common Carrier Fixed Point to Point Microwave		***	A South			Y
WHF616	CF - Common Carrier Fixed Point to Point Microwave						Υ
WLS599	CF - Common Carrier Fixed Point to Point Microwave						Y
WLS601	CF - Common Carrier Fixed Point to Point Microwave				,	ŀ	Υ
WLU400	CF - Common Carrier Fixed Point to Point Microwave						Υ
WMK854	CF - Common Carrier Fixed Point to Point Microwave				4 2 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4		Y
WMK855	CF - Common Carrier Fixed Point to Point Microwave				146 154 154 154	i di	Y
WML498	CF - Common Carrier Fixed Point to Point Microwave				64	**************************************	Y
WMS375	CF - Common Carrier Fixed Point to Point Microwave						Y
WMT722	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WMT775	CF - Common Carrier Fixed Point to Point Microwave		-				Y
WPNB326	CF - Common Carrier Fixed Point to Pointi Microwave						Y
WPNB371	CF - Common Carrier Fixed Point to Point Microwave				,		Y .
WPNB378	CF - Common ' Carrier Fixed Point to Point Microwave		•			'	Y
WPNL241	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOM650	CF - Common Carrier Fixed Point to Point Microwave	2413					Ÿ
WPOM651	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXC380	CF - Common Carrier Fixed Point to Point Microwave					:	Υ .
WPZB385	CF - Common Carrier Fixed Point to Point Microwave						Y
WQBN674	CF - Common Carrier Fixed Point to Point Microwave		·				Υ.
WQBT313	CW - PCS Broadband						Y
WQBT314	CW - PCS Broadband			5		ı	Y
WQBT315	CW - PCS Broadband						Y
WQBT316	CW-PCS Broadband					\$ 2	Ÿ
WQBT318	CW - PCS Broadband				150 H (24)) r	Y
WQBT319	CW - PCS Broadband						Y
WQBT320	CW - PCS Broadband	 			,		Y
WQBT323	CW - PCS Broadband	 					Y
WQBT325	CW - PCS Broadband						Ŷ

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQBT326	CW - PCS Broadband						Υ
WQBT327	CW - PCS Broadband						Ý
WQBT328	CW RGS Broadband	And the state of t					Y
WQBT329	CW-PCS Broadband	a ,					Y
WQBT330	CW-PCS Broadband		ý				Υ
WQBT331	CW - PCS Broadband						Y
WQBT341	CW-PCS Broadband	1000				1	Y
WQBT350	CW-PCS Broadband			W.			Y
WQBT351	CW - PCS Broadband					1	Y
WQBT352	CW - PCS Broadband					:	Ý ,
WQBT353	CW - PCS Broadband			Transaction of the Control of the Co			Ÿ
WQBT354	CW-PCS Broadband			Total Association	ST STATE OF THE ST		Υ
WQBT358	CW - PCS Broadband				191	-	Y
WQCB601	CW - PCS Broadband					1	Y
WQCB602	CW - PCS Broadband				-43		Y
WQCY250	CF - Common Carrier Fixed Point to Point Microwave					2	Y
WQCY267	CF - Common Carrier Fixed Point to Point Microwave					;	Ÿ
WQCY285	CF - Common Carrier Fixed Point to Point Microwave						Ÿ
WQCY289	CF - Common Carrier Fixed Point to Point Microwave						Y 03 - Main Form

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQCY298	CF - Commonis Carrien Fixed Roint to Roin (Microwaye)						Υ
WQDG289	CF - Common Carrier Fixed Point to Point Microwave						Υ
WQED900	CF - Common Carrier Fixed Point to Point Microwave,	14 ⁻					Υ
WQED902	CF - Common Carrier Fixed Point to Point Microwave		4			1	Y
WQED903	CF - Common Carrier Fixed Point to Point Microwave						Y
WQED905	CF - Common Carrier Fixed Point to Point Microwave						Y
WQED906	CF - Common Carrier Fixed Point to Point Microwave						Υ
WQED907	CF - Common Carrier Fixed Point to Point Microwave			in			Y
WQED908	CF - Common Carrier Fixed Point to Point Microwave						Υ
WQED909	CF - Common Carrier Fixed Point to Point Microwave		7,000				Y